

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW MEXICO**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

No. CIV 12-257 JB/GBW

LARRY GOLDSTONE,  
CLARENCE G. SIMMONS, III  
and JANE E. STARRETT,

Defendants.

**STIPULATED NON-WAIVER AND CLAW-BACK ORDER**

Pursuant to Rule 502 of the Federal Rules of Evidence, Plaintiff Securities and Exchange Commission and Defendants Larry Goldstone, Clarence G. Simmons, and Jane E. Starrett (collectively, the “Parties”) hereby stipulate to the entry by the Court of this Non-Waiver and Claw-Back Order as follows:

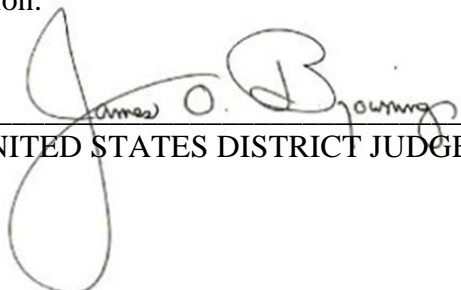
1. The inadvertent production of privileged or protected material shall not be deemed a waiver or an impairment of any claim or privilege or protection, including the attorney-client, law enforcement, and deliberative process privileges and the work-product doctrine, as to the material inadvertently produced or as to the subject matter thereof if the party producing documents (“Producing Party”) took reasonable steps to prevent disclosure.
2. The Producing Party will be deemed to have taken reasonable steps to prevent documents from inadvertent disclosure if that party utilized either attorney screening, keyword search term screening, advanced analytical software applications and/or linguistic tools in screening for privilege, work product or other protection.
3. In the event a Producing Party discovers an inadvertent production of privileged

and/or protected material, the Producing Party shall notify counsel to the party who received the inadvertent production ("Receiving Party") in writing and identify the privileged or protected material by Bates number. Upon receipt of a notice of inadvertent disclosure, the Receiving Party must refrain from using such material in any way, and must promptly return, sequester, or destroy it. To the extent there is a disagreement regarding the proper disposition of the material, the Receiving Party shall refrain from using the material unless and until the Court makes a determination as to its proper disposition.

4. In the event the Receiving Party believes that the Producing Party inadvertently produced privileged or protected material, the Receiving Party shall notify the Producing Party in writing and identify the suspected privileged or protected material by Bates number within ten business days of such discovery. Once the Receiving Party believes that there has been an inadvertent disclosure, the Receiving Party must refrain from using such material in any way, and must promptly return, sequester, or destroy it. To the extent there is a disagreement regarding the proper disposition of the material, the Receiving Party shall continue to refrain from using the material unless and until the Court makes a determination as to its proper disposition.

5. Nothing in this agreement constitutes a waiver of any party's right to challenge the validity of any asserted privilege or protection.

6. This order shall only apply to future document productions and shall not apply retroactively to previous productions made in this litigation.

  
UNITED STATES DISTRICT JUDGE

APPROVED BY:

s/ Stephen C. McKenna

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